

JAN 07 '09 -10 00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

January 7, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Extension and Amendment, dated as of November 7, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 26551.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Two LLC (as assignee of  
North America Rail Leasing #2 LLC, d/b/a  
Babcock & Brown Rail Leasing #2 LLC)  
885 Second Avenue, 49th Floor  
New York, NY 10017

Lessee: Tennessee Valley Authority  
1101 Market Street, LP 5G  
Chattanooga, TN 37402

Anne K. Quinlan, Esquire  
January 7, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

113 AutoFlood coal hopper railcars within the series BBFX 63945 - BBFX 64063 (originally bearing CEFX reporting marks) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Extension and Amendment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 07 '09

-10 C 0 AM

## MEMORANDUM OF LEASE EXTENSION AND AMENDMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE EXTENSION AND AMENDMENT dated as of this 27<sup>th</sup> day of November, 2008 ("Memorandum") is made between BBRX TWO LLC, a Delaware limited liability company (as assignee of North America Rail Leasing #2 LLC, d/b/a Babcock & Brown Rail Leasing Co.) (the "Lessor") and TENNESSEE VALLEY AUTHORITY, an agency and instrumentality of the United States and a tax-exempt entity (the "Lessee"), in connection with, pursuant to and in accordance with the Master Full Service Railcar Lease dated as of January 18, 2006, and Schedule No. 01 thereto dated as of January 18, 2006, and any and all other currently effective supplements, letter agreements, extensions and amendments (referred to herein collectively as the "Lease", the defined terms therein being used herein with their defined meanings unless otherwise defined herein). The Lessor and together with the Lessee referred to herein as the "Parties".

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of January 18, 2006, and Schedule No. 01 thereto dated as of January 18, 2006, (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into a Lease Extension Agreement No. 01 covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of the Lease Extension Agreement No. 01, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year as set forth below.

BBRX TWO LLC, as Lessor

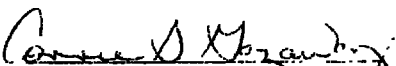
By: 

Name: Larry Littlefield  
Vice President

Title: \_\_\_\_\_

Date: 12/8/06

TENNESSEE VALLEY AUTHORITY, as Lessee

By: 

Name: Connie S. Gaudin

Title: Railcar Contract Specialist

Date: November 7, 2008

STATE OF Tennessee )

) SS:

COUNTY OF Hamilton )

On Nov. 7<sup>th</sup>, 2008, before me, Andy Ducker, Notary Public, personally appeared Cornie Gussoway, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]



My Commission Expires Oct 19, 2011

STATE OF New York )  
 ) SS:

COUNTY OF New York )

On 12/8, 2008, before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010

## EXHIBIT A

### Quantity/Equipment Description

One hundred thirteen (113) (of the original 120) 4300 CF Aluminum body AutoFlood coal hopper railcars, 286,000 lbs. GRL, AAR car type code K341, built in 2001 by Johnstown America.

#### ORIGINAL REPORTING MARK/NUMBERS:

CEFX 63945  
CEFX 63946  
CEFX 63947  
CEFX 63948  
CEFX 63949  
CEFX 63950  
CEFX 63951  
CEFX 63952  
CEFX 63953  
CEFX 63955  
CEFX 63956  
CEFX 63957  
CEFX 63958  
CEFX 63959  
CEFX 63960  
CEFX 63961  
CEFX 63962  
CEFX 63963  
CEFX 63964  
CEFX 63965  
CEFX 63966  
CEFX 63967  
CEFX 63968  
CEFX 63969  
CEFX 63970  
CEFX 63971  
CEFX 63972  
CEFX 63973  
CEFX 63974  
CEFX 63975  
CEFX 63976  
CEFX 63977  
CEFX 63978  
CEFX 63980  
CEFX 63982  
CEFX 63983  
CEFX 63984  
CEFX 63985  
CEFX 63986  
CEFX 63987  
CEFX 63988  
CEFX 63989  
CEFX 63990  
CEFX 63991  
CEFX 63992  
CEFX 63993

#### CURRENTLY BEING REMARKED AS FOLLOWS:

BBFX 63945  
BBFX 63946  
BBFX 63947  
BBFX 63948  
BBFX 63949  
BBFX 63950  
BBFX 63951  
BBFX 63952  
BBFX 63953  
BBFX 63955  
BBFX 63956  
BBFX 63957  
BBFX 63958  
BBFX 63959  
BBFX 63960  
BBFX 63961  
BBFX 63962  
BBFX 63963  
BBFX 63964  
BBFX 63965  
BBFX 63966  
BBFX 63967  
BBFX 63968  
BBFX 63969  
BBFX 63970  
BBFX 63971  
BBFX 63972  
BBFX 63973  
BBFX 63974  
BBFX 63975  
BBFX 63976  
BBFX 63977  
BBFX 63978  
BBFX 63980  
BBFX 63982  
BBFX 63983  
BBFX 63984  
BBFX 63985  
BBFX 63986  
BBFX 63987  
BBFX 63988  
BBFX 63989  
BBFX 63990  
BBFX 63991  
BBFX 63992  
BBFX 63993

**ORIGINAL REPORTING  
MARK/NUMBERS:**

CEFX 63994  
CEFX 63995  
CEFX 63996  
CEFX 63997  
CEFX 63998  
CEFX 63999  
CEFX 64000  
CEFX 64001  
CEFX 64002  
CEFX 64003  
CEFX 64004  
CEFX 64005  
CEFX 64006  
CEFX 64007  
CEFX 64008  
CEFX 64009  
CEFX 64010  
CEFX 64011  
CEFX 64013  
CEFX 64014  
CEFX 64015  
CEFX 64016  
CEFX 64017  
CEFX 64018  
CEFX 64019  
CEFX 64020  
CEFX 64021  
CEFX 64023  
CEFX 64024  
CEFX 64025  
CEFX 64026  
CEFX 64027  
CEFX 64028  
CEFX 64029  
CEFX 64030  
CEFX 64031  
CEFX 64032  
CEFX 64033  
CEFX 64035  
CEFX 64036  
CEFX 64037  
CEFX 64038  
CEFX 64039  
CEFX 64040  
CEFX 64041  
CEFX 64042  
CEFX 64043

**CURRENTLY BEING  
REMARKED AS FOLLOWS:**

BBFX 63994  
BBFX 63995  
BBFX 63996  
BBFX 63997  
BBFX 63998  
BBFX 63999  
BBFX 64000  
BBFX 64001  
BBFX 64002  
BBFX 64003  
BBFX 64004  
BBFX 64005  
BBFX 64006  
BBFX 64007  
BBFX 64008  
BBFX 64009  
BBFX 64010  
BBFX 64011  
BBFX 64013  
BBFX 64014  
BBFX 64015  
BBFX 64016  
BBFX 64017  
BBFX 64018  
BBFX 64019  
BBFX 64020  
BBFX 64021  
BBFX 64023  
BBFX 64024  
BBFX 64025  
BBFX 64026  
BBFX 64027  
BBFX 64028  
BBFX 64029  
BBFX 64030  
BBFX 64031  
BBFX 64032  
BBFX 64033  
BBFX 64035  
BBFX 64036  
BBFX 64037  
BBFX 64038  
BBFX 64039  
BBFX 64040  
BBFX 64041  
BBFX 64042  
BBFX 64043



**ORIGINAL REPORTING  
MARK/NUMBERS:**

CEFX 64044  
CEFX 64045  
CEFX 64046  
CEFX 64047  
CEFX 64048  
CEFX 64049  
CEFX 64050  
CEFX 64051  
CEFX 64052  
CEFX 64053  
CEFX 64054  
CEFX 64055  
CEFX 64056  
CEFX 64057  
CEFX 64058  
CEFX 64059  
CEFX 64060  
CEFX 64061  
CEFX 64062  
CEFX 64063

**CURRENTLY BEING  
REMARKED AS FOLLOWS:**

BBFX 64044  
BBFX 64045  
BBFX 64046  
BBFX 64047  
BBFX 64048  
BBFX 64049  
BBFX 64050  
BBFX 64051  
BBFX 64052  
BBFX 64053  
BBFX 64054  
BBFX 64055  
BBFX 64056  
BBFX 64057  
BBFX 64058  
BBFX 64059  
BBFX 64060  
BBFX 64061  
BBFX 64062  
BBFX 64063

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/7/09



\_\_\_\_\_  
Robert W. Alvord